

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

November 29, 2005

IN RE:

APPLICATION OF SPRINT NEXTEL CORPORATION FOR  
APPROVAL OF THE TRANSFER OF CONTROL OF  
UNITED TELEPHONE-SOUTHEAST, INC.; SPRINT LONG  
DISTANCE, INC.; AND SPRINT PAYPHONE SERVICES,  
INC. FROM SPRINT NEXTEL CORPORATION TO LTD  
HOLDING COMPANY

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) DOCKET NO.  
) 05-00240  
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ORDER ESTABLISHING PROCEDURAL SCHEDULE

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On August 24, 2005, Sprint Nextel Corporation ("Sprint Nextel") filed the *Application of Sprint Nextel Corporation for Approval of Transfer of Control* ("Application"). According to the *Application*, Sprint Nextel is seeking the approval of the Tennessee Regulatory Authority (the "Authority" or "TRA") for the transfer of control of United Telephone-Southeast, Inc., Sprint Long Distance, Inc., and Sprint Payphone Services, Inc. from Sprint Nextel to LTD Holding Company. On September 29, 2005, the Communications Workers of America, AFL-CIO ("CWA") filed the *Petition of the Communications Workers of America, AFL-CIO for Leave to Intervene*.

**NOVEMBER 7, 2005 AUTHORITY CONFERENCE**

At a regularly scheduled Authority Conference held on November 7, 2005, the panel assigned to this docket voted unanimously to grant the *Petition of the Communications Workers of America, AFL-CIO for Leave to Intervene* and to appoint General Counsel or his designee to serve as Hearing Officer for the purpose of hearing preliminary matters, setting a procedural

schedule to completion and preparing the matter for a hearing before the panel. The panel further directed the Hearing Officer to meet with the parties that day, to consider the need for a protective order and to prepare an issues list in the proceeding.<sup>1</sup>

**NOVEMBER 7, 2005 STATUS CONFERENCE**

Following the Authority Conference on November 7, 2005, the Hearing Officer met with counsel for Sprint Nextel and CWA (collectively, the “parties”) to discuss matters as directed by the panel. Specifically, the parties discussed the protective order proposed by Sprint Nextel and CWA agreed to notify Sprint Nextel and the Hearing Officer of any objections to the proposed protective order no later than November 9, 2005. To address the scope of the intervention, the parties agreed that any evidence presented not relevant to the factors to be considered in Tenn. Code Ann. § 65-4-113 (2004) would be subject to a motion to strike. The parties agreed that an issues list would be best determined following discovery and the filing of testimony and after any motions to strike are resolved. Therefore, an issues list will be prepared at the pre-hearing conference, tentatively scheduled for January 18, 2006.

Sprint Nextel proposed a procedural schedule as Exhibit A to *Sprint Nextel Corporation's Motion to Adopt Procedural Schedule* filed on November 7, 2005. The parties discussed having a period for discovery during which requests may be served. Any responses would be due ten (10) calendar days after the date of service, with the last responses due no later than January 16, 2006. If any discovery disputes arise and motions to compel are filed, the parties agreed to contact the Hearing Officer to set up a conference to resolve the disputes.

A procedural schedule was established as follows:

**November 10, 2005**

**Sprint Nextel's pre-filed testimony is due no later than 2:00 p.m. Discovery period begins. Responses and objections to**

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<sup>1</sup> See Transcript of Authority Conference, pp 35-39 (November 7, 2005)

discovery are due within ten (10) calendar days of the date served. When a discovery request or response is served, one copy of the request or response will be filed with the Authority.

December 2, 2005

CWA's rebuttal testimony is due no later than 2:00 p.m.

December 22, 2005

Sprint Nextel's surrebuttal testimony is due no later than 2:00 p.m.

January 6, 2006

Discovery period ends.

January 18, 2006

Pre-hearing conference to resolve any outstanding issues and to finalize an issues list.

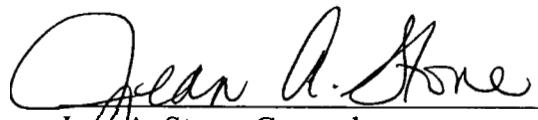
January 24-25, 2006

Proposed Hearing dates suggested by Sprint Nextel; dates subject to confirmation by the assigned panel of directors.

An addendum to the procedural schedule will be issued upon confirmation of the Hearing date. All filings are due no later than 2:00 p.m. on the dates indicated unless otherwise noted.

**IT IS THEREFORE ORDERED THAT:**

1. *Sprint Nextel Corporation's Motion to Adopt Procedural Schedule* is granted to the extent that a procedural schedule is adopted.
2. A procedural schedule is established as set forth herein.

  
Jean A. Stone, Counsel  
as Hearing Officer